

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

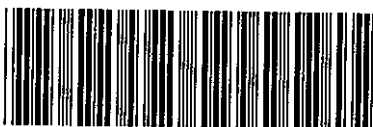
Company No. 3134804

The Registrar of Companies for England and Wales hereby certifies that  
ASHINVEST LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
ASH & LACY OVERSEAS (HOLDINGS) LIMITED

Given at Companies House, Cardiff, the 21st December 1995

MRS. L. PARRY



\*C03134804K\*

For the Registrar of Companies



C O M P A N I E S H O U S E

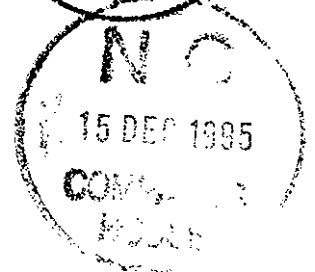
HC006B

Company Number: 3134804

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS  
of  
ASHINVEST LIMITED



I, the undersigned, being the sole holder of all the issued Ordinary Shares in the capital of the above-named Company and entitled to vote at any General Meeting of the above-named Company in accordance with Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 **HEREBY RESOLVE** to the intent that these resolutions shall be as effectual as if they had been passed as Special Resolutions at a General Meeting duly convened and held, as follows:-

**SPECIAL RESOLUTIONS**

1. That the name of the Company be changed to Ash & Lacy Overseas (Holdings) Limited.
2. That the authorised share capital of the Company be increased to £10,000,000 by the creation of 9,990,000 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares of £1.

Dated: 11 Dec 1995

**Name of Shareholder**

**Signature**

M.R. Winwood

AS320006-Resolutions

